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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

State Road 52 Bellamy Property Owners Association, I

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ARTICLES OF INCORPORATION

**STATE ROAD 52 BELLAMY PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

IN ORDER TO FORM a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify and set forth the following:

ARTICLE I. - NAME

The name of this corporation shall be as follows:

STATE ROAD 52 BELLAMY PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II. - PURPOSE

The general purpose of this non-profit corporation shall be as follows: to act in the capacity of a "Property Owners Association" for the operation of a complex known as the SR 52 Bellamy Property, which is located in Pasco County, Florida, and for carrying out the functions and duties of said Association, as set forth in the Declaration of Covenants and Restrictions for the 52 Bellamy Complex. These purposes shall include, but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Sue and be sued;
- (d) Establish rules and regulations for the operation of the Complex and the use of the Common Properties and Lots;
- (e) Own and convey property;
- (f) To pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, to contract for services necessary for the operation of the Association and the Common Properties, and to enter into agreements for use of certain of the Common Properties by adjacent property owners; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

As used herein, the terms "Declaration of Covenants and Restrictions" and "Declaration" shall mean the Declaration of Covenants and Restrictions for the SR 52 Bellamy Property, which is to be recorded in the Public Records of Pasco County, Florida. As used herein, the word "Corporation" shall be the equivalent of "Association," as defined in the aforesaid Declaration of Covenants and Restrictions. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the aforesaid Declaration of Covenants and Restrictions. The word "Development"

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or "Complex" means the real property described in Exhibit "A" to the Declaration of Covenants and Restrictions and shall describe that property known and to be known as the SR 52 Bellamy Property.

ARTICLE III. - MEMBERSHIP

All persons who are owners of property, as defined in the Declaration of Covenants and Restrictions, within said property shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer the owner of a parcel or lot. Membership in this Corporation shall be limited to such Lot Owners. Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Covenants and Restrictions referred to above.

ARTICLE IV. - DURATION

This Corporation shall have perpetual existence.

ARTICLE V. - INCORPORATOR

The name and address of the incorporator as to these Articles of Incorporation is as follows:

Robert S. Freedman
Carlton Fields, P.A.
4221 West Boy Scout Blvd.
Tampa, FL 33607

ARTICLE VI. - DIRECTORS

The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-Laws. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. The provisions for such election, and the provisions respecting the removal, disqualification and resignation of Directors and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

ARTICLE VII. - OFFICERS

Section 1. The principal officers of the Corporation shall be: President, Vice President, Secretary and Treasurer, who shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation. The offices of Secretary and Treasurer may be combined.

Section 2. Names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Covenants and Restrictions and Bylaws, are as follows:

President	R. Mark Willett
Vice President	Jeffrey Scott Cash
Secretary	Howard Kleinatland, III
Treasurer	Johnny Wild

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ARTICLE VIII. - INITIAL BOARD

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first annual meeting of the membership subject to the applicable provisions of the Bylaws of this corporation:

R. Mark Willett	1927 Passero Avenue	Lutz, FL 33559
Larry G. Guilford	28969 SR 54 West	Wesley Chapel, FL 33543
C. I. Babcock, III	2764 Sunset Point Road, Suite 200	Clearwater, FL 33759

ARTICLE IX. - BYLAWS

The Bylaws of the Corporation shall initially be made and adopted by its first Board of Directors, and thereafter may be altered, amended or rescinded in the manner provided for therein. No amendment shall change the right and privileges of the Developer without the Developer's prior written approval.

ARTICLE X. - AMENDMENTS

Amendments of these Articles of Incorporation may be proposed by any member or Director and shall be adopted in the same manner as is provided for the amendment of the Bylaws as set forth in Article IX above. Said amendments shall be effective when a copy thereof, together with an attached certification of its approval by the membership, sealed with the corporate seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid. Notwithstanding any provision of this article to the contrary, these Articles shall not be amended in any manner which would abridge, amend or alter the rights of the Developer, as set forth in the Declaration of Covenants and Restrictions, without the prior written consent of such amendment by the Developer. Further, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration of Covenants and Restrictions, as the same may be amended from time to time in accordance with the respective provisions thereof.

ARTICLE XI. - POWERS

This Corporation shall have all the powers set forth in Section 617.021, Florida Statutes, and all the powers granted to it by the Declaration of Covenants and Restrictions. The powers and duties of the Corporation, as provided in the Declaration of Covenants and Restrictions, shall be deemed repeated in this Article XI.

ARTICLE XII. - NON PROFIT STATUS

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event that there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses and obligations of the Corporation. The Corporation may pay compensation in a reasonable amount to its members, Directors and officers for services rendered, may confer benefits upon its members in conforming with its purposes, and upon dissolution or final liquidation, may make

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distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This corporation shall not issue shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Covenants and Restrictions and the Bylaws. The voting rights of the Suite Owners shall be as set forth in the Declaration of Covenants and Restrictions and/or Bylaws.

ARTICLE XIII. - INITIAL REGISTERED AGENT

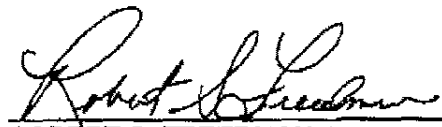
The street address of the initial registered office of the Corporation is: H. Clyde Hobby, 5709 Tidalwave Dr., New Port Richey, FL 34652 and the name of the initial registered agent of the Corporation at the above address is: H. Clyde Hobby. The principal place of business is the same as the registered office.

ARTICLE XIV. - INDEMNIFICATION

Each and every Director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Corporation, and the foregoing provisions for indemnification shall apply whether or not such a person is a Director or officer at the time such cost, expense, or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this article shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interests of the Corporation, and in the event a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provided in this article may be withheld and in that event may not be available to said Director or officer in the sole determination of the Board of Directors. The indemnification provided in this article shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer of the Corporation may be entitled under statute or common law.

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 18 day of October, 2004.

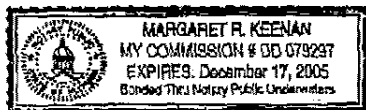

ROBERT S. FREEDMAN, Incorporator

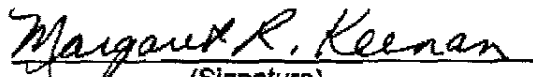
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of October, 2004, by ROBERT S. FREEDMAN, being known to me to be the person who executed the foregoing Articles of Incorporation of STATE ROAD 52 BELLAMY PROPERTY OWNERS ASSOCIATION, INC. He is personally known to me.

My Commission Expires:

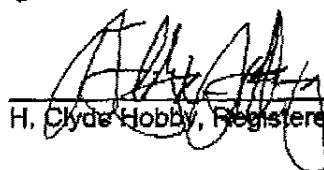
(AFFIX NOTARY SEAL)




(Signature)
Name: _____
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, if any)**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as the Registered Agent for STATE ROAD 52 BELLAMY PROPERTY OWNERS ASSOCIATION, INC., hereby accepts the appointment as Registered Agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


H. Clyde Hobby, Registered Agent